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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

RENEE FASSBENDER AMOCHAEV,
DEBORAH ORLANDO and KATHRYN
N. VARNER, on behalf of themselves and
all others similarly situated,

Plaintiffs,

v.

CITIGROUP GLOBAL MARKETS, INC.,
d/b/a SMITH BARNEY,,

Defendant.

No. C-05-1298 PJH (JCS)

JOINT STIPULATION AND ~~PROPOSED~~
ORDER SETTING BRIEFING SCHEDULE

STIPULATION

WHEREAS, on September 1, 2006, Plaintiffs filed a Motion to Compel Production of Relevant *Martens* Documents (the "Motion to Compel");

WHEREAS, the Court, by Notice of Reference, Date, Time and Place of Hearing; Order to Meet and Confer, dated September 6, 2006, has set a hearing on Plaintiffs' Motion to Compel for October 6, 2006 at 9:30 a.m.;

WHEREAS, simultaneous with its Opposition to Plaintiffs' Motion to Compel, Defendant has cross-moved this Court for a Protective Order protecting from disclosure documents and information related to a prior lawsuit, *Martens v. Smith Barney, Inc.*, 96 Civ. 3779, and/or the dispute resolution process arising therefrom (the "Cross-Motion for Protective Order"); and

WHEREAS, with respect to the remaining briefing on the Motion to Compel and Cross-Motion for a Protective Order, the parties have agreed to abide by the following briefing schedule, subject to the Court's approval;

IT IS HEREBY STIPULATED, by and between the parties through their respective counsel of record:

1. Plaintiffs shall file their memorandum of law in further support of the Motion to Compel and in opposition to the Cross-Motion for a Protective Order on or before September 22, 2006.

2. Defendant shall serve their reply in further support of the Cross-Motion for a Protective Order on or before September 29, 2006.

3. The Court shall either maintain the October 6, 2006, 9:30 a.m. hearing or set a different date and time for the hearing on the Motion to Compel and the Cross-Motion for Protective Order, at its discretion.

SO STIPULATED.

1 DATED: September 22, 2006

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

2 By: /s/ Jay Cohen
3 Jay Cohen

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18 *Attorneys for Defendant Citigroup Global Markets Inc. d/b/a*
19 *Smith Barney*

20 DATED: September 22, 2006

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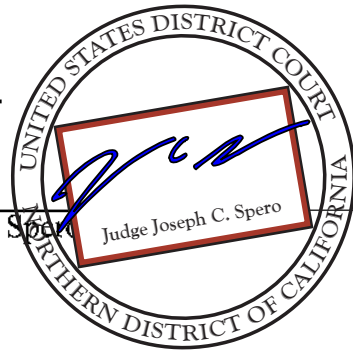
18 *Attorneys for Plaintiffs*
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ORDER

Pursuant to Stipulation, IT IS SO ORDERED.

Dated: September 25, 2006

Honorable Joseph C. Spero



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